



Mitsui Rail Capital, LLC
An affiliate of Mitsui & Co., Ltd.

71 South Wacker Drive, Suite 1800
Chicago, Illinois 60606
Phone 312-803-8880
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April 23, 2010

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

RECORDATION NO. 29242 FILED

APR 23 '10 -1 0 6 PM

SURFACE TRANSPORTATION BOARD

Dear Section Chief:

Please find attached one (1) copy of the Memorandum of Lease dated March 23, 2010 between the following parties:

Lessor: Mitsui Rail Capital, LLC
71 S. Wacker Drive, Suite 1800
Chicago, IL 60606

Lessee: The Detroit Edison Company
2000 Second Avenue
Detroit, MI 48336

A description of the railroad equipment covered by the Memorandum of Lease is:

145 railcars as more particularly set forth in the schedule attached to the document.

This filing is to appear in the index as follows: Memorandum of Lease dated March 23, 2010.

Please file this as a primary document as defined in the Board's Rules for the Recordation of Documents. The filing fee in the amount of \$41.00 can be charged to our account.

Should you have any questions or need further information, please do not hesitate to contact me at (312) 803-8836.

Sincerely,

Christine C. Peterson
Contract Administrator/Paralegal

Enclosure

RECORDATION NO. 29242 FILED

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF LEASE AGREEMENT
BETWEEN
MITSUI RAIL CAPITAL, LLC
("LESSOR")**

AND

**THE DETROIT EDISON COMPANY
("LESSEE")**

MARCH 23, 2010

This Memorandum of Lease Agreement is made and entered into as of March 23, 2010 by and between Mitsui Rail Capital, LLC, a Delaware limited liability company, ("Lessor") and The Detroit Edison Company, a Michigan corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor one-hundred forty-five (145) railcars bearing marks and numbers as follows:

See attached Exhibit 1

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

LESSOR:

MITSUMI RAIL CAPITAL, LLC

By: Joseph E. McNeely
Print Name: John O'Bryan Joe McNeely
Title: President VP Sales & Marketing

LESSEE:

THE DETROIT EDISON COMPANY

By: Larry A. Rose
Print Name: LARRY A. ROSE
Title: MANAGER

STATE OF ILLINOIS

COUNTY OF COOK

On this 31 day of March, 2010, before me personally appeared Joseph McNeely, to me personally known, who being by me duly sworn, says that he is the VP Sales & Marketing of Mitsui Rail Capital, LLC that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Christine C Peterson
NOTARY PUBLIC

My commission expires: July 7, 2012



STATE OF MICHIGAN

COUNTY OF WAYNE

On this 26 day of MAR, 2010, before me personally appeared LARRY A ROSE, to me personally known, who being by me duly sworn, says that he is the MANAGER of The Detroit Edison Company that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Valerie M Stansberg
NOTARY PUBLIC

My commission expires - 1-2-2012

VALERIE M. STANSBERG
NOTARY PUBLIC, STATE OF MI
COUNTY OF WAYNE
MY COMMISSION EXPIRES Jan 2, 2012
ACTING IN COUNTRY OF WAYNE

EXHIBIT 1
CAR MARKS AND NUMBERS

<u>Count</u>	<u>Mark</u>	<u>Number</u>	<u>Count</u>	<u>Mark</u>	<u>Number</u>	<u>Count</u>	<u>Mark</u>	<u>Number</u>
1	MBKX	6678	50	MBKX	301187	99	MBKX	301241
2	MBKX	6691	51	MBKX	301188	100	MBKX	301242
3	MBKX	6709	52	MBKX	301189	101	MBKX	301243
4	MBKX	6746	53	MBKX	301190	102	MBKX	301244
5	MBKX	6778	54	MBKX	301191	103	MBKX	301245
6	MBKX	301037	55	MBKX	301192	104	MBKX	301247
7	MBKX	301071	56	MBKX	301193	105	MBKX	301248
8	MBKX	301096	57	MBKX	301194	106	MBKX	301249
9	MBKX	301114	58	MBKX	301195	107	MBKX	301250
10	MBKX	301118	59	MBKX	301196	108	MBKX	301252
11	MBKX	301123	60	MBKX	301197	109	MBKX	301254
12	MBKX	301125	61	MBKX	301198	110	MBKX	301255
13	MBKX	301126	62	MBKX	301199	111	MBKX	301256
14	MBKX	301127	63	MBKX	301200	112	MBKX	301257
15	MBKX	301128	64	MBKX	301201	113	MBKX	301258
16	MBKX	301129	65	MBKX	301202	114	MBKX	301259
17	MBKX	301130	66	MBKX	301203	115	MBKX	301260
18	MBKX	301141	67	MBKX	301204	116	MBKX	301261
19	MBKX	301151	68	MBKX	301205	117	MBKX	301262
20	MBKX	301155	69	MBKX	301206	118	MBKX	301263
21	MBKX	301156	70	MBKX	301207	119	MBKX	301264
22	MBKX	301157	71	MBKX	301208	120	MBKX	301265
23	MBKX	301158	72	MBKX	301209	121	MBKX	301266
24	MBKX	301159	73	MBKX	301210	122	MBKX	301267
25	MBKX	301160	74	MBKX	301212	123	MBKX	301268
26	MBKX	301162	75	MBKX	301213	124	MBKX	301269
27	MBKX	301163	76	MBKX	301215	125	MBKX	301270
28	MBKX	301164	77	MBKX	301217	126	MBKX	301271
29	MBKX	301165	78	MBKX	301218	127	MBKX	301272
30	MBKX	301166	79	MBKX	301219	128	MBKX	301273
31	MBKX	301167	80	MBKX	301220	129	MBKX	301274
32	MBKX	301168	81	MBKX	301221	130	MBKX	301275
33	MBKX	301169	82	MBKX	301222	131	MBKX	301276
34	MBKX	301170	83	MBKX	301224	132	MBKX	301277
35	MBKX	301171	84	MBKX	301225	133	MBKX	301278
36	MBKX	301172	85	MBKX	301226	134	MBKX	301279
37	MBKX	301174	86	MBKX	301227	135	MBKX	301280
38	MBKX	301175	87	MBKX	301229	136	MBKX	301281
39	MBKX	301176	88	MBKX	301230	137	MBKX	301282
40	MBKX	301177	89	MBKX	301231	138	MBKX	301283
41	MBKX	301178	90	MBKX	301232	139	MBKX	301284
42	MBKX	301179	91	MBKX	301233	140	MBKX	301285
43	MBKX	301180	92	MBKX	301234	141	MBKX	301286
44	MBKX	301181	93	MBKX	301235	142	MBKX	301287
45	MBKX	301182	94	MBKX	301236	143	MBKX	301288
46	MBKX	301183	95	MBKX	301237	144	MBKX	301291
47	MBKX	301184	96	MBKX	301238	145	MBKX	301292
48	MBKX	301185	97	MBKX	301239			
49	MBKX	301186	98	MBKX	301240			